

OCT 31 '11 -3 20 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

October 27, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 26, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.
501 South East Street
Weimar, TX 78962

A description of the railroad equipment covered by the enclosed document is for sixty-three (63) tank cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(SR11049)

ASSGN. NO. SRH049

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of October, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee a certain railcar pursuant to Rider No. 40 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 18, 2011 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

By: Susan GrolulskyName: SUSAN GROLULSKYTitle: ASSISTANT DIRECTOR
OF DOCUMENTATIONExecuted on this 26th day of October 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of October 2011.

My Commission Expires:

6-2012
(Notary Public)

Georgia Freiburger
Notary Public



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: Jason F Huette

Name: Jason F Huette

Title: VP

ATTEST:

By: Lisa M. Ervin

Name: Lisa M. Ervin

Title: CS

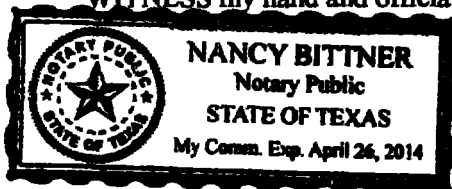
Executed on this 17th day of October, 2011.

[CORPORATE SEAL]

STATE OF Texas
COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid, certify that Jason F Huette personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of October, 2011.



Nancy Bittner
Notary Public

Commission Expires:

4-26-14
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-three (63)

DESCRIPTION OF CARS: Tank Cars

CAR NUMBERS:

FURX 130150	FURX 130179	FURX 130229
FURX 130151	FURX 130180	FURX 130282
FURX 130152	FURX 130182	FURX 130293
FURX 130153	FURX 130183	FURX 130294
FURX 130155	FURX 130184	FURX 130295
FURX 130156	FURX 130185	FURX 130296
FURX 130158	FURX 130186	FURX 130297
FURX 130159	FURX 130188	FURX 130300
FURX 130161	FURX 130189	FURX 130302
FURX 130163	FURX 130190	FURX 130355
FURX 130164	FURX 130191	FURX 130356
FURX 130165	FURX 130192	FURX 130357
FURX 130166	FURX 130193	FURX 130358
FURX 130168	FURX 130194	FURX 130360
FURX 130169	FURX 130195	FURX 130363
FURX 130170	FURX 130196	FURX 130364
FURX 130171	FURX 130197	FURX 130365
FURX 130172	FURX 130198	FURX 130366
FURX 130176	FURX 130199	FURX 130368
FURX 130177	FURX 130227	FURX 130369
FURX 130178	FURX 130228	FURX 131023